

NOTICE of the Annual General Meeting of FLSmidth & Co. A/S

Pursuant to Article 5 of the Articles of Association, notice is hereby given that the Annual General Meeting of the Company will be held on Friday 29 April 2011 at 16.00 hours at Radisson Blu Falconer Hotel & Conference Center, Falconer Allé 9, DK-2000 Frederiksberg, Copenhagen.

Agenda for business to be transacted at the Annual General Meeting:

1. Management's review
2. Submission and approval of the Annual Report
3. Distribution of profits in accordance with the approved Annual Report
4. Election of members to the Board of Directors

The Board of Directors moves that Mr Jens S. Stephensen, Mr Torkil Bentzen, Mr Jesper Ovesen, Mr Martin Ivert and Mr Vagn Ove Sørensen be reelected.

The Board of Directors moves that Sten Jakobsson be elected new member of the Board.

The individual candidates' managerial positions and background appear from the company website www.flsmidth.com/agm

5. Appointment of auditor

The Board of Directors moves that Deloitte Statsautoriseret Revisionsaktieselskab be reappointed.

6. Any other business

The Board of Directors moves the following:

6.1 The Board of Directors moves that it be authorised until the next Annual General Meeting to let the Company acquire treasury shares up to a total nominal value of 10 per cent of the Company's share capital pursuant to Section 12 of the Danish Companies Act. The consideration for the shares acquired must not deviate more than 10 per cent from the official price quoted on NASDAQ OMX Copenhagen A/S at the time of acquisition.

--oOo--

Adoption requirements

The adoption of the items on the agenda requires a simple majority of votes.

Size of the share capital and shareholder voting rights

The Company's share capital of DKK 1,064,000,000 nominal value is divided into shares of DKK 20. Each DKK 20 share entitles the holder to 20 votes.

The record date is Friday 22 April 2011.

Shareholders who own shares in the Company on the registration date have the right to attend and vote at the General Meeting. Attendance is also subject to the condition that the shareholder has in time obtained an admission card as described below.

Admission card

Admission cards for the General Meeting can be ordered until Tuesday 26 April 2011 at 12.00 hours. The admission card may be ordered via FLSmidth's InvestorPortal at www.flsmidth.com/agm (password necessary) or by submitting the registration form which can be downloaded from www.flsmidth.com/agm. If the form is used, it must be signed and sent to VP Investor Services, Weidekampsgade 14, P.O.Box 4040, DK-2300 Copenhagen S (fax: +45 4358 8867 or a scanned version to vpinvestor@vp.dk) before the final date and time.

Proxy

The Company will consider a proxy submitted in time, if it is received during the morning of Tuesday 26 April 2011 before 12.00 hours. The proxy may be submitted electronically via FLSmidth's InvestorPortal at www.flsmidth.com/agm (password necessary) or in hardcopy by using the proxy/postal vote form that can be downloaded from www.flsmidth.com/agm. If the form is used, it must be signed and sent to VP Investor Services, Weidekampsgade 14, P.O.Box 4040, DK-2300 Copenhagen S (fax: +45 4358 8867 or a scanned version to vpinvestor@vp.dk) before the final date and time.

Postal vote

Shareholders may cast their vote in writing not later than Thursday 28 April 2011. The postal vote may be submitted via FLSmidth's InvestorPortal at www.flsmidth.com/agm (password necessary) or in hardcopy by using the proxy/postal vote form that can be downloaded from www.flsmidth.com/agm. If the form is used, it must be signed and sent to VP Investor Services, Weidekampsgade 14, P.O.Box 4040, DK-2300 Copenhagen S (fax: +45 4358 8867 or a scanned version to vpinvestor@vp.dk) before the final date and time.

Questions from shareholders

Up until the date of the General Meeting shareholders may ask questions regarding the agenda or documents, etc. to be used at the General Meeting by writing to FLSmidth & Co. A/S, Vigerslev Alle 77, DK-2500 Valby, or by emailing corpir@flsmidth.com

Additional information about the General Meeting

Further information regarding the General Meeting including the 2010 Annual Report, the notice of the meeting, the total number of shares and voting rights on the day of distributing the notice, the agenda, the complete proposals, the proxy/postal vote form for the purpose of the General Meeting and the Articles of Association is available in complete and unabridged form at www.flsmidth.com/agm. Between Thursday 7 April 2011 and Friday 29 April 2011 the information is also available for inspection by shareholders at the Company's head office at Vigerslev Allé 77, DK 2500 Valby.

Valby, 7 April 2011
FLSmidth & Co. A/S

The Board of Directors